



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

November 26, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 7)
Recordation No. 6168

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifteenth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Bankers Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC7a
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

6168-2
NOV 29 1990 -2 55 PM
INTERSTATE COMMERCE COMMISSION

6168-AA
NOV 29 1990 -2 55 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/30/90

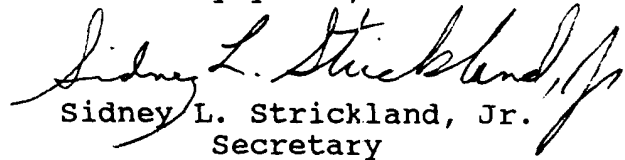
Patrick J. Allen-Senior Attorney
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear

Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/29/90 at 2:35PM, and assigned recordation number(s). 6168-2 and 6168-AA.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

6168-2

NOV 29 1990 -2 35 PM

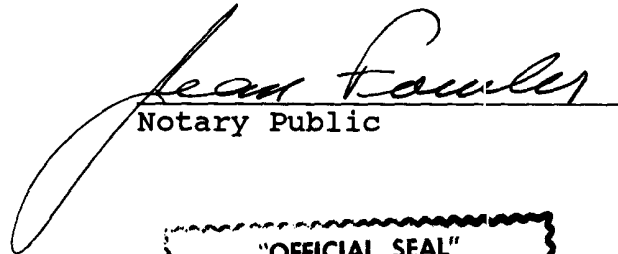
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

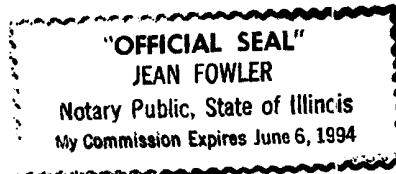
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Fifteenth Supplemental Trust Agreement, dated as of July 31, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 26th day of November, 1990.


Notary Public

utc7a



6/68-2
NOV 29 1990 -2 35 PM
INTERSTATE COMMERCE COMMISSION

FIFTEENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 7)

THIS FIFTEENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Bankers Trust Company, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 1, 1971, providing for the issue of its Equipment Certificates (Series 7) in aggregate principal amount of \$25,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 

R. C. Gluth,
Executive Vice President

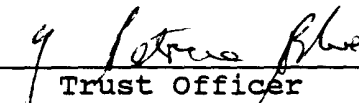
Attest:


Robert W. Webb, Secretary

BANKERS TRUST COMPANY

By: 

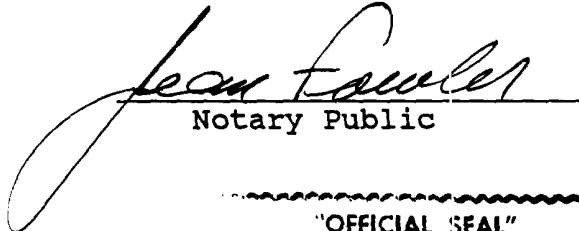
Attest:


Trust Officer

UTC2044-7

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On July 31, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

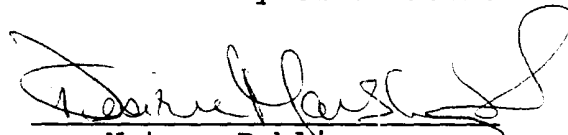

Notary Public

My Commission Expires:

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 8, 1994

STATE OF NEW YORK
COUNTY OF N.Y.) ss

On this 15 day of November, 1990, before me personally came Rosemary Melendez, to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT SECRETARY of Bankers Trust Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Notary Public
DESIREE MARSHALL
Notary Public, State of New York
No. 24-4885294
Qualified in Kings County
Certificate filed in New York County
Commission Expires February 17, 1994

My Commission Expires:

UTC2044-7

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 7 SERIES 7 10/25/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UDX 11094	TA	12,000	GAL	1	1	06	77	\$ 41,707	\$ 13,902
UDX 11095	TA	12,000	GAL	1	1	06	77	41,707	13,902
UDX 11096	TA	12,000	GAL	1	1	06	77	41,707	13,902
UDX 11097	TA	12,000	GAL	1	1	06	77	41,707	13,902
UDX 11098	TA	12,000	GAL	1	1	06	77	41,707	13,902
DTLX 11100	TA	13,000	GAL	1	1	08	80	37,458	18,417
DTLX 11101	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11102	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11103	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11104	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11105	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11106	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11107	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11108	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11109	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 11110	TA	13,000	GAL	1	1	08	80	37,296	18,337
DTLX 647100	T09A	23,500	GAL	1	1	10	89	130,512	123,986
DTLX 13976	TA	14,000	GAL	1	1	06	80	34,000	16,433
-----									-----
NUMBER OF CARS		18						\$ 783,465	\$ 411,716

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 7 SERIES 7 10/19/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE *
CPAA 205117	BOXT	100	TON	3 2	05/70 10/89	\$ 28,855	\$ 601	\$ 5,958
DTLX 28045	1PI	17,300	GAL	1 1	05/70 10/89	21,040	438	3,715
DTLX 47921	TM	20,000	GAL	3 2	05/70 08/89	14,945	311	1,732
DTLX 48408	TM	20,000	GAL	1 1	05/70 09/89	14,656	305	2,492
DTLX 48476	TM	20,000	GAL	1 1	05/70 08/89	14,668	306	2,316
DTLX 48477	TM	20,000	GAL	1 1	05/70 11/89	14,668	306	2,382
DTLX 48530	TM	20,000	GAL	1 1	05/70 12/89	14,668	306	2,443
DTLX 48534	TM	20,000	GAL	1 1	05/70 11/89	14,668	306	2,337
DTLX 74845	TMI	16,800	GAL	1 1	05/70 01/90	18,419	384	2,540
DTLX 74861	TMI	16,800	GAL	1 1	05/70 11/89	18,419	384	2,528
DTLX 75281	TMI	22,500	GAL	1 1	05/70 07/90	18,807	392	924
DTLX 76286	TMI	13,300	GAL	1 1	05/70 07/90	17,480	364	2,366
DTLX 76296	TMI	13,300	GAL	1 1	05/70 02/90	17,480	364	1,083
DTLX 76355	TMI	13,600	GAL	1 1	05/70 02/90	17,137	357	2,303
DTLX 76423	TMI	13,600	GAL	1 1	05/70 02/90	17,403	363	3,218
DTLX 76450	TMI	13,600	GAL	1 1	05/70 03/90	17,403	363	1,577
DTLX 77281	TMI	10,200	GAL	1 1	05/70 11/89	21,072	439	2,385
CPAA 205350	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205351	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205352	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205353	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205354	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205355	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205356	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205357	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205358	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205359	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205360	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205361	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205362	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205363	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205364	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205365	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205366	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205367	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205368	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205369	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205370	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205371	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205372	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205373	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205374	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205375	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205376	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205377	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205378	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 7 SERIES 7 10/19/90

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ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CD CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE *
CPAA 205379	BOXF	60	FEET	3 2	05/70 10/90	\$ 22,799	\$ 0	\$ 3,156
CPAA 205380	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205381	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205382	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205383	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205384	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205385	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205386	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205387	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205388	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205389	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205390	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205391	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205392	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205393	BOXF	60	FEET	3 2	05/70 10/90	22,799	0	3,156
CPAA 205395	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205396	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205397	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205398	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205399	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205400	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205401	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205402	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205403	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205404	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205405	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205406	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205407	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205408	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205409	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205410	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205411	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205412	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205413	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205414	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205415	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205416	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205417	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205418	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205419	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205420	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205421	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205422	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205423	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205424	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156
CPAA 205425	BOXF	60	FEET	3 2	05/70 10/90	22,800	0	3,156

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 7 SERIES 7 10/19/90

PAGE 3

ROAD NUMBER	AAK CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTI- TUTION VALUE *
				LD	CTY	IN	WRECKED/ RETIRED			
CPAA 205426	BOXF	60	FEET	3	2	05/70	10/90	\$ 22,800	\$ 0	\$ 3,156
CPAA 205427	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205428	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205429	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205430	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205431	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205432	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205433	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205434	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205435	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205436	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205437	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205438	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205439	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205440	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205441	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205442	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205443	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205444	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205445	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205446	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205447	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205448	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205449	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205450	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205451	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205452	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205453	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205454	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205455	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205456	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205457	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205458	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205459	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205460	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205461	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205462	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205463	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205464	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205465	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205466	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156
CPAA 205467	BOXF	60	FEET	3	2	05/70	10/90	22,800	0	3,156

NUMBER OF CARS	134	\$ 2,969,344	\$ 317	\$ 411,551
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*Scrap or sale value